FISHER STEPHEN F

Form 4

March 19, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

Expires:

January 31, 2005

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may continue.

See Instruction

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

value \$.01

per share

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FISHER STEPHEN F Issuer Symbol **ENTERCOM COMMUNICATIONS** (Check all applicable) CORP [ETM] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O ENTERCOM 03/17/2010 Exec. VP - Operations and CFO **COMMUNICATIONS CORP., 401** CITY AVENUE, SUITE 809 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

BALA CYNWYD, PA 19004

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Indirect Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership **Following** or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Price Code V Amount (D) Class A Common Stock, par 03/17/2010 M 9,800 \$ 1.34 366,600 (1) D A value \$.01 per share Class A Common \$ S Stock, par 03/17/2010 9,800 11.0291 D D 356,800

(2)

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Class A Common Stock, par value \$.01 per share	03/18/2010	M	10,200	A	\$ 1.34	367,000	D
Class A Common Stock, par value \$.01 per share	03/18/2010	S	10,200	D	\$ 11.0035 (3)	356,800	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 1.34	03/17/2010		M		9,800	02/10/2010	02/09/2019	Class A Common Stock	9,800
Employee Stock Option (Right to	\$ 1.34	03/18/2010		M		10,200	02/10/2010	02/09/2019	Class A Common Stock	10,200

Reporting Owners

Buy)

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

Exec. VP - Operations and CFO

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FISHER STEPHEN F C/O ENTERCOM COMMUNICATIONS CORP. 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004

Signatures

Stephen F. 03/19/2010 Fisher

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The Reporting Person's Form 4 filed on March 2, 2010 incorrectly listed the Amount of Securities Beneficially Owned Following Reported Transaction as 365,800. The correct amount was 356,800.
- (2) The sale prices ranged from \$11.00 to \$11.10 per share. Full information regarding the number of shares sold at each separate price will be provided upon request to the Reporting Person by the Commission staff, the issuer or a security holder of the issuer.
- (3) The sale prices ranged from \$11.00 to \$11.02 per share. Full information regarding the number of shares sold at each separate price will be provided upon request to the Reporting Person by the Commission staff, the issuer or a security holder of the issuer.
- (4) The Reporting Person was granted 80,000 options on February 10, 2009. These options vest in equal installments on February 10, 2010, 2011, 2012 and 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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